

Exhibit B

Proposed Order

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19 **UNITED STATES BANKRUPTCY COURT**
20 **NORTHERN DISTRICT OF CALIFORNIA**
21 **SAN FRANCISCO DIVISION**

22 In re:

23 Bankruptcy Case No. 19-30088 (DM)

24 **PG&E CORPORATION,**

25 Chapter 11

26 - and -

(Lead Case) (Jointly Administered)

27 **PACIFIC GAS AND ELECTRIC**
28 **COMPANY,**

29 **Debtors.**

30 **[PROPOSED] ORDER PURSUANT TO**
31 **11 U.S.C. §§ 105(a) AND 363(b) AND FED. R. BANKR.**
32 **P. 9019 APPROVING (I) DEBTORS' AGREEMENT**
33 **AND SETTLEMENT WITH PEOPLE OF THE**
34 **STATE OF CALIFORNIA AND (II) GRANTING**
35 **RELATED RELIEF**

36 Affects PG&E Corporation

37 Affects Pacific Gas and Electric
38 Company

39 Affects both Debtors

40 * *All papers shall be filed in the Lead
41 Case, No. 19-30088 (DM).*

1 Upon the Motion, dated March 23, 2020 [Docket No. [●]] (the “**Motion**”),¹ of PG&E
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and
3 debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), for entry of an order (i) approving the Plea Agreement and Settlement,
7 annexed to the Motion as **Exhibit A**, and the undertakings described therein (collectively, the “**Butte
County Agreement**”), entered into between the People of the State of California, represented by the
8 District Attorney of Butte County, and the Utility to settle and resolve the criminal prosecution and
9 investigation of the Utility arising from the November 8, 2018 Camp fire (the “**Camp Fire**”), and
10 (ii) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction to
11 consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order
Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and
12 Bankruptcy Local Rule 5011-1(a); and consideration of the Motion and the requested relief being a core
13 proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28
14 U.S.C. §§ 1408 and 1409; and this Court having found and determined that notice of the Motion as
15 provided to the parties listed therein is reasonable and sufficient, and it appearing that no other or further
16 notice need be provided; and this Court having reviewed the Motion and the Brian Declaration; and this
17 Court having determined that the legal and factual bases set forth in the Motion and the Brian Declaration
18 establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion
19 represents a sound exercise of the Debtors’ business judgment and is in the best interests of the Debtors,
20 their estates, creditors, shareholders, and all other parties in interest; and upon the record of all of the
21 proceedings had before this Court, and after due deliberation and sufficient cause appearing therefor,
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28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms
in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.

2. The Butte County Agreement represents a valid and sound exercise of the Debtors' business judgment and, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019, is hereby approved in its entirety.

3. The Debtors are authorized to enter into and perform under the Butte County Agreement.

4. The Debtors are authorized to take all necessary actions to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. Prime Clerk LLC, the claims and noticing agent in these Chapter 11 Cases, is authorized to update the Official Claims Register with respect to Proof of Claims Nos. 57948, 59642, 65945, 87014, and 87021 to reflect the terms of the Butte County Agreement.

6. This Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

** END OF ORDER **